MILLER LLOYD I III

Form 3

February 04, 2010

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

owned directly or indirectly.

1 Name and Address of Departing

| 1. Name and Address of Reporting Person * MILLER LLOYD I III | | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol ITERIS, INC. [ITI] | | | | |
|---|----------------|-----------------|---|--|--|---|--|--|
| (Last) | (First) | (Middle) | 02/03/2010 | 4. Relationship of Reporting Person(s) to Issuer | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| 4550 GORI | OON DRIV | E | | | | | | |
| | (Street) | | | (Check all applicable) | | 6. Individual or Joint/Group | | |
| NAPLES, FL 34102 | | | | Director X10% Owner Officer Other (give title below) (specify below) | | Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | Table I - N | Non-Derivati | ive Securit | ies Be | neficially Owned | |
| 1.Title of Secu (Instr. 4) | ırity | | 2. Amount o Beneficially (Instr. 4) | | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Na Owne (Instr | • | |
| Common St | tock | | 2,155,076 | <u>(1)</u> | I | ВуТ | Trust A-4 - Lloyd I. Miller | |
| Common St | tock | | 100,000 (1 | <u>)</u> | I | ВуТ | Trust A-2 - Lloyd I. Miller | |
| Common St | tock | | 1,000 (1) | | I | ВуТ | Trust A-3 - Lloyd I. Miller | |
| Common St | tock | | 57,720 <u>(1)</u> | | I | ВуТ | Trust D - Lloyd I. Miller | |
| Common St | tock | | 231,569 <u>(1</u> | <u>)</u> | I | By N | Milgrat I (A7) | |
| Common St | tock | | 101,631 <u>(1</u> | <u>)</u> | I | ВуМ | Milgrat I (P6) | |
| Common St | tock | | 23,000 | | D | Â | | |
| Common St | tock | | 1,199,850 | <u>(1)</u> | I | By N | Milfam II L.P. | |
| Reminder: Rep | oort on a sepa | rate line for e | each class of securities benefic | ially su | EC 1472 (7.0° |)\ | | |

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SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security | | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--------------------|--|----------------------------------|------------------------------------|---|---|
| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| 1 8 | Director | 10% Owner | Officer | Other | | |
| MILLER LLOYD I III 4550 GORDON DRIVE NAPLES, FL 34102 | Â | ÂΧ | Â | Â | | |

Signatures

/s/ David J. Hoyt
Attorney-in-fact

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing

(1) shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any equity securities covered by this filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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